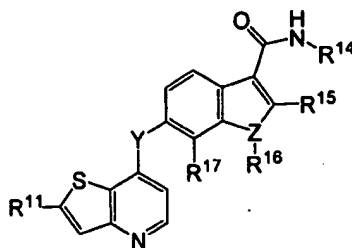


Amendments to the Claims

This listing of claims will replace all prior versions and listings of claims in the application:

1-51. (Canceled).

52. (Previously Presented) A compound represented by the formula I:



wherein:

Y is -NH-, -O-, -S-, or -CH₂-;

Z is -O- or -N-;

R¹⁴ is a C₁-C₆ alkyl, C₁-C₆ alkylamino, C₁-C₆ alkylhydroxy, C₃-C₁₀ cycloalkyl, C₁-C₆ alkyl C₃-C₁₀ cycloalkyl or methylureido group;

R¹⁵ and R¹⁷ are independently H, halo, or a C₁-C₆ alkyl group unsubstituted or substituted by one or more R⁵ groups;

R¹⁶ is H or a C₁-C₆ alkyl group when Z is N, and R¹⁶ is absent when Z is -O-;

R¹¹ is H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, -C(O)NR¹²R¹³, -C(O)(C₆-C₁₀ aryl), -(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_i(5 to 10 membered heterocyclic), -(CH₂)_iNR¹²R¹³, -SO₂NR¹²R¹³ or -CO₂R¹², wherein said C₁-C₆ alkyl, -C(O)(C₆-C₁₀ aryl), -(CH₂)_i(C₆-C₁₀ aryl), and -(CH₂)_i(5 to 10 membered heterocyclic) moieties of the said R¹¹ groups are unsubstituted or substituted by one or more R⁵ groups;

each R⁵ is independently selected from halo, cyano, nitro, trifluoromethoxy, trifluoromethyl, azido, -C(O)R⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -NR⁶C(O)R⁷, -C(O)NR⁶R⁷, -NR⁶R⁷, -OR⁹, -SO₂NR⁶R⁷, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, C₁-C₆ alkylamino, -(CH₂)_iO(CH₂)_qNR⁶R⁷, -(CH₂)_iO(CH₂)_qOR⁹, -(CH₂)_iOR⁹, -S(O)_j(C₁-C₆ alkyl), -(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_i(5 to 10 membered heterocyclic), -C(O)(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_iO(CH₂)_j(C₆-C₁₀ aryl), -(CH₂)_iO(CH₂)_q(5 to 10 membered heterocyclic), -C(O)(CH₂)_i(5 to 10 membered heterocyclic), -(CH₂)_jNR⁷(CH₂)_qNR⁶R⁷, -(CH₂)_jNR⁷CH₂C(O)NR⁶R⁷, -(CH₂)_jNR⁷(CH₂)_qNR⁶C(O)R⁸, (CH₂)_jNR⁷(CH₂)_qO(CH₂)_qOR⁹, -(CH₂)_jNR⁷(CH₂)_qS(O)_j(C₁-C₆ alkyl), -(CH₂)_jNR⁷(CH₂)_qR⁶, -SO₂(CH₂)_i(C₆-C₁₀ aryl), and -SO₂(CH₂)_i(5 to 10 membered heterocyclic), the -(CH₂)_q- and -(CH₂)_i- moieties of the said R⁵ groups optionally include a carbon-carbon double or triple bond, and the alkyl, aryl and heterocyclic moieties of the said R⁵ groups are unsubstituted or substituted with one or more substituents independently selected from halo, cyano, nitro, trifluoromethyl, azido,

-OH, -C(O)R⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -NR⁶C(O)R⁷, -C(O)NR⁶R⁷, -(CH₂)_iNR⁶R⁷, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, -(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_i(5 to 10 membered heterocyclic), -(CH₂)_iO(CH₂)_qOR⁹, and -(CH₂)_iOR⁹;

each R⁶ and R⁷ is independently selected from H, OH, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, -(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_i(5 to 10 membered heterocyclic), -(CH₂)_iO(CH₂)_qOR⁹, -(CH₂)_iCN(CH₂)_iOR⁹, -(CH₂)_iCN(CH₂)_iR⁹ and -(CH₂)_iOR⁹, and the alkyl, aryl and heterocyclic moieties of the said R⁶ and R⁷ groups are unsubstituted or substituted with one or more substituents independently selected from hydroxy, halo, cyano, nitro, trifluoromethyl, azido, -C(O)R⁸, -C(O)OR⁸, -CO(O)R⁸, -OC(O)OR⁸, -NR⁹C(O)R¹⁰, -C(O)NR⁹R¹⁰, -NR⁹R¹⁰, C₁-C₆ alkyl, -(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_i(5 to 10 membered heterocyclic), -(CH₂)_iO(CH₂)_qOR⁹, and -(CH₂)_iOR⁹, where when R⁶ and R⁷ are both attached to the same nitrogen, then R⁶ and R⁷ are not both bonded to the nitrogen directly through an oxygen;

each R⁸ is independently selected from H, C₁-C₁₀ alkyl, C₃-C₁₀ cycloalkyl, -(CH₂)_i(C₆-C₁₀ aryl), and -(CH₂)_i(5 to 10 membered heterocyclic);

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

each R⁹ and R¹⁰ is independently selected from H, -OR⁶, C₁-C₆ alkyl, and C₃-C₁₀ cycloalkyl; and

each R¹² and R¹³ is independently selected from H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, -(CH₂)_i(C₃-C₁₀ cycloalkyl), -(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_i(5 to 10 membered heterocyclic), -(CH₂)_iO(CH₂)_qOR⁹, and -(CH₂)_iOR⁹, and the alkyl, aryl and heterocyclic moieties of the said R¹² and R¹³ groups are unsubstituted or substituted with one or more substituents independently selected from R⁵, or R¹² and R¹³ are taken together with the nitrogen to which they are attached to form a C₅-C₉ azabicyclic, aziridinyl, azetidiny, pyrrolidinyl, piperidyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said C₅-C₉ azabicyclic, aziridinyl, azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl rings are unsubstituted or substituted with one or more R⁵ substituents, where R¹² and R¹³ are not both bonded to the nitrogen directly through an oxygen;

or pharmaceutically acceptable salts or solvates thereof.

53. (Previously presented) The compound, salt, or solvate of claim 52, wherein R¹¹ is -(CH₂)_i(5 to 10 membered heterocyclic), -C(O)NR¹²R¹³, -(CH₂)_iNR¹²R¹³, -SO₂NR¹²R¹³ or -CO₂R¹².

54. (Previously presented) The compound of claim 53, wherein R¹¹ is -(CH₂)_i(5 to 10 membered heterocyclic), -C(O)NR¹²R¹³, -SO₂NR¹²R¹³ or -CO₂R¹².

55. (Previously presented) The compound of claim 54, wherein R¹¹ is -(CH₂)_i(5 to 10 membered heterocyclic) or -C(O)NR¹²R¹³.

56. (Previously presented) The compound of claim 55, wherein R^{11} is $-C(O)NR^{12}R^{13}$, wherein R^{12} and R^{13} are independently selected from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_i(C_3-C_{10}$ cycloalkyl), $-(CH_2)_i(C_6-C_{10}$ aryl), $-(CH_2)_i(5 \text{ to } 10 \text{ membered heterocyclic})$, $-(CH_2)_iO(CH_2)_qOR^9$, and $-(CH_2)_iOR^9$.

57. (Previously presented) The compound of claim 56, wherein R^{11} is $-C(O)NR^{12}R^{13}$, and wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a C_5-C_9 azabicyclic, aziridinyl, azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said C_5-C_9 azabicyclic, aziridinyl, azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring is unsubstituted or substituted by 1 to 5 R^5 substituents.

58. (Previously presented) The compound of claim 57, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

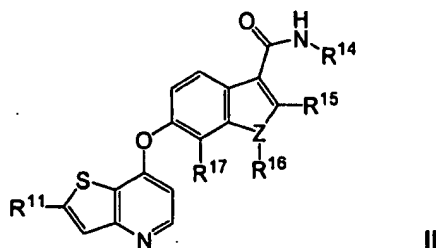
59. (Previously presented) The compound of claim 58, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, or thiomorpholinyl ring, wherein said pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, or thiomorpholinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

60. (Previously presented) The compound of claim 59, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl or piperidinyl ring, wherein said pyrrolidinyl or piperidinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

61. (Previously presented) The compound of claim 60, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl ring, wherein said pyrrolidinyl is unsubstituted or substituted with 1 to 5 R^5 substituents.

62. (Previously presented) The compound of claim 61, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidin-1-yl ring, wherein said pyrrolidin-1-yl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

63. (Previously presented) The compound of claim 55, wherein R^{11} is a $-(CH_2)_n$ (5 to 10 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.
64. (Previously presented) The compound of claim 63, wherein R^{11} is a $-(CH_2)_n$ (5-8 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.
65. (Previously presented) The compound of claim 64, wherein R^{11} is a $-(CH_2)_n$ (5 or 6 membered heterocyclic) group is unsubstituted or substituted with 1 to 5 R^5 groups.
66. (Previously presented) The compound of claim 65, wherein R^{11} is a $-(CH_2)_n$ (5 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.
67. (Previously presented) The compound of claim 66, wherein R^{11} is a thiazolyl, unsubstituted or substituted by 1 to 5 R^5 groups.
68. (Previously presented) The compound of claim 66, wherein R^{11} is an imidazolyl, unsubstituted or substituted by 1 to 5 R^5 groups.
69. (Previously presented) The compound of claim 52, wherein R^{16} is a C_1 - C_6 alkyl group.
70. (Previously presented) The compound of claim 69, wherein R^{16} is methyl.
71. (Previously presented) The compound of claim 52, wherein R^{14} is methyl.
72. (Previously Presented) A compound represented by the formula II:



wherein:

- Z is -O- or -N-;
- R^{14} is a C_1 - C_6 alkyl, C_1 - C_6 alkylamino, C_1 - C_6 alkylhydroxy, C_3 - C_{10} cycloalkyl, C_1 - C_6 alkyl C_3 - C_{10} cycloalkyl or methylureido group;
- R^{15} and R^{17} are independently H, halo, or a C_1 - C_6 alkyl group;
- R^{16} is H or a C_1 - C_6 alkyl group when Z is -N- and R^{16} is absent when Z is -O-;

R^{11} is a heteroaryl group unsubstituted or substituted by one or more halo, cyano, nitro, trifluoromethoxy, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-NR^6R^7$, $-OR^9$, $-SO_2NR^6R^7$, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_jO(CH_2)_qNR^6R^7$, $-(CH_2)_jO(CH_2)_qOR^9$, $-(CH_2)_jOR^9$, $-S(O)_j(C_1-C_6 \text{ alkyl})$, $-(CH_2)_j(C_6-C_{10} \text{ aryl})$, $-(CH_2)_j(5 \text{ to } 10 \text{ membered heterocyclic})$, $-C(O)(CH_2)_j(C_6-C_{10} \text{ aryl})$, $-(CH_2)_jO(CH_2)_j(C_6-C_{10} \text{ aryl})$, $-(CH_2)_jO(CH_2)_q(5 \text{ to } 10 \text{ membered heterocyclic})$, $-C(O)(CH_2)_j(5 \text{ to } 10 \text{ membered heterocyclic})$, $-(CH_2)_jNR^7(CH_2)_qNR^6R^7$, $-(CH_2)_jNR^7CH_2C(O)NR^6R^7$, $-(CH_2)_jNR^7(CH_2)_qNR^6C(O)R^8$, $-(CH_2)_jNR^7(CH_2)_jO(CH_2)_qOR^9$, $-(CH_2)_jNR^7(CH_2)_qS(O)_j(C_1-C_6 \text{ alkyl})$, $-(CH_2)_jNR^7-(CH_2)_jR^6$, $-SO_2(CH_2)_j(C_6-C_{10} \text{ aryl})$, and $-SO_2(CH_2)_j(5 \text{ to } 10 \text{ membered heterocyclic})$, the $-(CH_2)_q-$ and $-(CH_2)_j-$ moieties of the said R^5 groups optionally include a carbon-carbon double or triple bond, and the alkyl, aryl and heterocyclic moieties of the said R^5 groups are unsubstituted or substituted with one or more substituents independently selected from halo, cyano, nitro, trifluoromethyl, azido, $-OH$, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-(CH_2)_jNR^6R^7$, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_j(C_6-C_{10} \text{ aryl})$, $-(CH_2)_j(5 \text{ to } 10 \text{ membered heterocyclic})$, $-(CH_2)_jO(CH_2)_qOR^9$, and $-(CH_2)_jOR^9$;

each R^6 and R^7 is independently selected from H, OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_j(C_6-C_{10} \text{ aryl})$, $-(CH_2)_j(5 \text{ to } 10 \text{ membered heterocyclic})$, $-(CH_2)_jO(CH_2)_qOR^9$, $-(CH_2)_jCN(CH_2)_jOR^9$, $-(CH_2)_jCN(CH_2)_jR^9$ and $-(CH_2)_jOR^9$, and the alkyl, aryl and heterocyclic moieties of the said R^6 and R^7 groups are unsubstituted or substituted with one or more substituents independently selected from hydroxy, halo, cyano, nitro, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-CO(O)R^8$, $-OC(O)OR^8$, $-NR^9C(O)R^{10}$, $-C(O)NR^9R^{10}$, $-NR^9R^{10}$, C_1-C_6 alkyl, $-(CH_2)_j(C_6-C_{10} \text{ aryl})$, $-(CH_2)_j(5 \text{ to } 10 \text{ membered heterocyclic})$, $-(CH_2)_jO(CH_2)_qOR^9$, and $-(CH_2)_jOR^9$, where when R^6 and R^7 are both attached to the same nitrogen, then R^6 and R^7 are not both bonded to the nitrogen directly through an oxygen;

each R^8 is independently selected from H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_j(C_6-C_{10} \text{ aryl})$, and $-(CH_2)_j(5 \text{ to } 10 \text{ membered heterocyclic})$;

each R^9 and R^{10} is independently selected from H, C_1-C_6 alkyl, and C_3-C_{10} cycloalkyl;

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

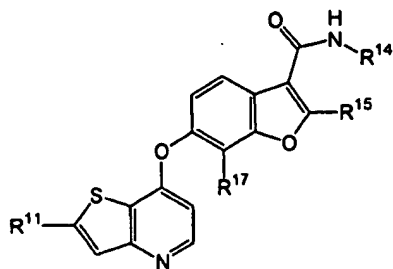
or pharmaceutically acceptable salts or solvates thereof.

73. (Previously presented) The compound of claim 72, wherein R^{18} is a C_1-C_6 alkyl group.

74. (Previously presented) The compound of claim 73, wherein R^{16} is methyl.

75. (Previously presented) The compound of claim 72, wherein R^{14} is methyl.

76. (Currently Amended) A compound represented by the formula IV:



IV

wherein:

R^{14} is a C_1 - C_6 alkyl, C_1 - C_6 alkylamino, C_1 - C_6 alkylhydroxy, C_3 - C_{10} cycloalkyl, C_1 - C_6 alkyl C_3 - C_{10} cycloalkyl or methylureido group;

R^{15} and R^{17} are independently H, halo, or a C_1 - C_6 alkyl group;

R^{11} is a heterocyclic or a heteroaryl group unsubstituted or substituted by one or more groups selected from $-C(O)OR^8$, C_1 - C_6 alkyl, and $-(CH_2)_tOR^8$;

each R^8 is independently selected from H, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, $-(CH_2)_j(C_6-C_{10}$ aryl), and $-(CH_2)_q(5 \text{ to } 10 \text{ membered heterocyclic})$;

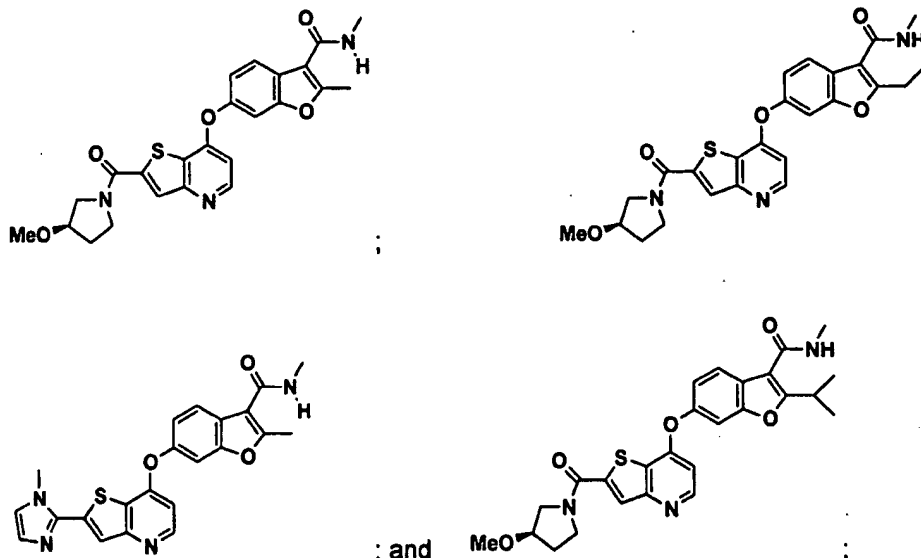
each R^9 is independently selected from H, C_1 - C_6 alkyl, and C_3 - C_{10} cycloalkyl; and

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

or pharmaceutically acceptable salts or solvates thereof.

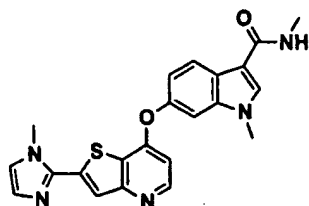
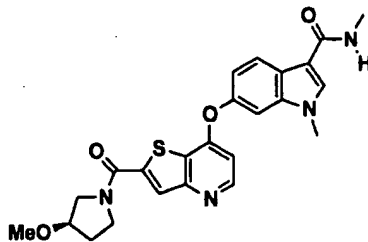
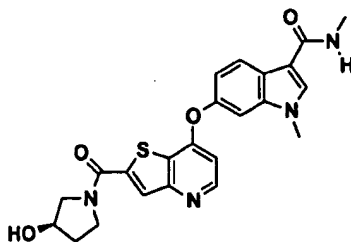
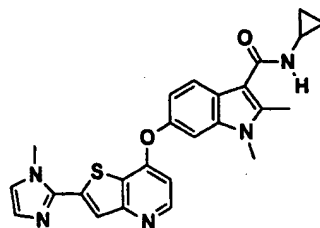
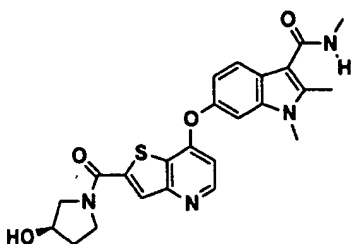
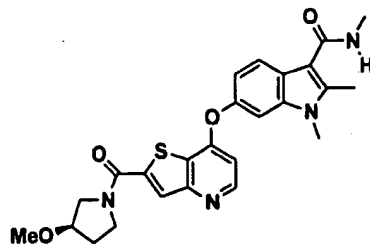
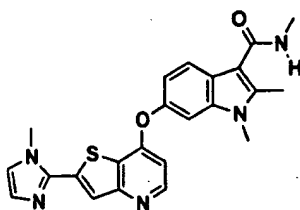
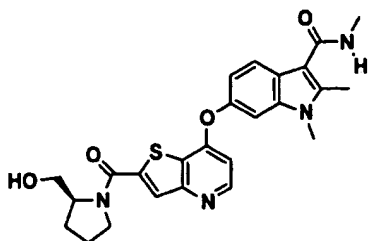
77. (Previously presented) The compound of claim 76, wherein R^{14} is methyl.

78. (Previously presented) A compound selected from the group consisting of:

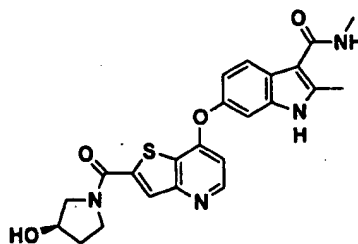


or a pharmaceutically acceptable salt or solvate thereof.

79. (Previously presented) A compound selected from the group consisting of:



; and



or a pharmaceutically acceptable salt or solvate thereof.

80-101. (Canceled).

102. (Previously presented) The compound of claim 52, wherein R^{14} is cyclopropyl.

103. (Previously presented) The compound of claim 72, wherein R^{14} is cyclopropyl.